

RECORDATION NO. 29248 FILED

MAY 05 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 5, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 6, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor. Macquarie Rail Inc.
233 South Wacker Drive, Suite 5300
Chicago, IL 60606

Lessee: Frac Tech Services, LLC
16858 IH20
Cisco, TX 76437

Section Chief
May 5, 2010
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A description of the railroad equipment covered by the enclosed document is:

250 covered hopper railcars within the series RCLX 169000 - RCLX 169349. A schedule identifying the specific railcars within this series will be filed at a later date.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE
BETWEEN
MACQUARIE RAIL INC.
("LESSOR")

AND

FRAC TECH SERVICES, LLC
("LESSEE")

1/
[DATE OF MEMORANDUM]

THIS MEMORANDUM OF LEASE is dated as of April 6, 2010 by and between MACQUARIE RAIL INC., a Delaware corporation, ("*Lessor*") and FRAC TECH SERVICES, LLC, a Texas limited liability company ("*Lessee*").

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor two hundred fifty (250) 3300 cfc 263,000 gross rail load covered hopper railcars (C112) (each, a "*Car*") bearing marks and numbers within the following series:
RCLX 169000 through RCLX 169349
2. The Lease will be effective as of the date of this Memorandum and will be subject to the lease term, as described in the Lease.
3. The Lease provides, among other things that to further secure the obligations of Lessee to Lessor, Lessee grants to Lessor a first priority security interest in Lessee's rights and interest in, to and under any agreement affecting any Car, including any maintenance agreement, any agreement relating to use of reporting marks, and any sublease, and the proceeds from any of the foregoing.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

Lessor: MACQUARIE RAIL INC.

I, [Signature] (name of signor), certify that I am Secretary of Macquarie Rail Inc., that the instrument was signed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: [Signature]

Title: Secretary

Date: 4/14/10

I, MARK BRECHT (name of signor), certify that I am Senior Vice-President of Macquarie Rail Inc., that the instrument was signed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

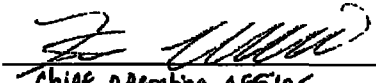
By: [Signature]

Title: SVP-Operations

Date: 4-19-2010

Lessee: **FRAC TECH SERVICES, LLC**

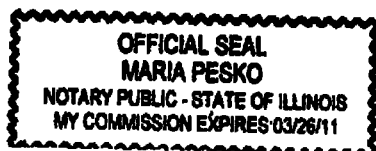
I, FARIS WILKS (name of signor), certify that I am COO (title of office) of FRAC TECH SERVICES, LLC, that the instrument was signed on behalf of the company by authority of its managers and/or members, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the limited liability company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on date indicated below.

By: 
Title: Chief operating officer
Date: 9-15-10

STATE OF ILLINOIS

COUNTY OF COOK

On this 14th day of April, 2010, before me personally appeared Harry Zardor and Mark Brecht, to me personally known, who being by me duly sworn, says that they are the Senior Vice Pres and Senior Vice Pres of Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



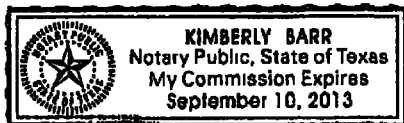
[Signature]
NOTARY PUBLIC

My commission expires: 3/26/11

STATE OF TEXAS

COUNTY OF EASTLAND

On this ___ day of April, 2010, before me personally appeared Farris Wilkes, to me personally known, who being by me duly sworn, says that he is the COO of Frac Tech Services, LLC that the foregoing instrument was signed on behalf of said company. and he acknowledged that the execution of the said instrument was his free act and deed.



[Signature]
NOTARY PUBLIC

My commission expires 09-10-2013

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

5/5/10



Robert W Alvord